



First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
Fax 847 318-7588

VIA UPS NEXT DAY AIR

July 12, 2001

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 12, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22259.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Co.  
5300 Broken Sound Blvd., NW 2<sup>nd</sup> Floor  
Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is sixty-five (65) 4750 cubic foot covered hopper cars with trough hatches and gravity gates, with car numbers NOKL 818228-838044, non-inclusive.

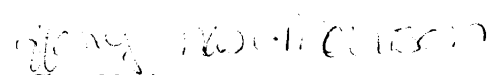
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Cascade and Columbia River Railroad Company, Lessee, covering 65 4750 cubic foot covered hopper cars with trough hatches and gravity gates, with car numbers NOKL 818228-838044, non-inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Tiffany Chase-Morrison  
Manager of Documentation

Enclosures

(CSCD018)

RECORDATION NO. **22259-C** FILED

**JUL 17 '01 4-43 PM**

**TS  
SURFACE TRANSPORTATION BOARD**

ASSIGN. NO.: CSCD018

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12<sup>th</sup> day of June, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 17 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of March 1, 2001 and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski  
Name: K. A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 12<sup>th</sup> day of June, 2001

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR, personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12<sup>th</sup> day of June, 2001.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



RECORDATION NO. 22259-C FILED

JUL 17 '01 4-43 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

CASCADE AND COLUMBIA RIVER  
RAILROAD CO.

ATTEST:

By: David McCloud  
Name: David McCloud  
Title: Manager-Fleet

By: Dorothy K. Singer  
Name: \_\_\_\_\_  
Title: VP Business Development

Executed on this 30<sup>th</sup> day of May, 2001.

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF PALM BEACH

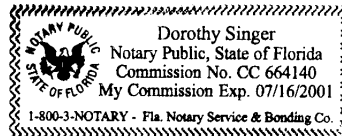
I, DOROTHY SINGER, a Notary Public of the County and State  
aforesaid, certify that SANDRA K. FRANGER, personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30<sup>th</sup> day of May, 2001.

Dorothy Singer  
Notary Public

My Commission Expires:

07-16-01  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Sixty-five (65)

DESCRIPTION OF CARS:   4750 cu. ft. covered hopper cars with trough hatches and gravity gates

CAR NUMBERS:           See below:

NOKL 818228	NOKL 828582	NOKL 830662
NOKL 822167	NOKL 828598	NOKL 830700
NOKL 822254	NOKL 828608	NOKL 830721
NOKL 822653	NOKL 828610	NOKL 830728
NOKL 824710	NOKL 828679	NOKL 830826
NOKL 826102	NOKL 828728	NOKL 830831
NOKL 826680	NOKL 828747	NOKL 830865
NOKL 828185	NOKL 828755	NOKL 830922
NOKL 828190	NOKL 828779	NOKL 830962
NOKL 828251	NOKL 828780	NOKL 830968
NOKL 828252	NOKL 829859	NOKL 831034
NOKL 828253	NOKL 829863	NOKL 831054
NOKL 828307	NOKL 829869	NOKL 831070
NOKL 828314	NOKL 829888	NOKL 831071
NOKL 828332	NOKL 830302	NOKL 832999
NOKL 828350	NOKL 830334	NOKL 833015
NOKL 828353	NOKL 830377	NOKL 838008
NOKL 828450	NOKL 830398	NOKL 838014
NOKL 828475	NOKL 830432	NOKL 838022
NOKL 828486	NOKL 830481	NOKL 838038
NOKL 828571	NOKL 830533	NOKL 838044
NOKL 828578	NOKL 830535	Count:       65